

# **EXHIBIT QQ**

to the Declaration of  
Lisa J. Cisneros in Support of  
Plaintiffs' Opposition Briefs

**REDACTED VERSION**

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

IN RE: HIGH-TECH EMPLOYEE )  
ANTITRUST LITIGATION )  
 ) No. 11-CV-2509-LHK  
THIS DOCUMENT RELATES TO: )  
ALL ACTIONS. )  
\_\_\_\_\_ )

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VIDEO DEPOSITION OF SHERRY WHITELEY

MARCH 14, 2013

Reported by: Rosalie A. Kramm, CSR No. 5469, CRR

10:41:35 1 A. I wish I could have brought my org. charts.

10:41:39 2 Rob Lake, there was a transition time between  
10:41:41 3 Eric Lane, Michael McNeal, and Rob Blake, and at one  
10:41:46 4 point I had all three reporting directly to me. At just  
10:41:50 5 a point in time in the time frame you're talking about.

10:41:53 6 Q. And what was his functional area then?

10:41:56 7 A. He was -- it was talented acquisition.

10:41:58 8 Q. Okay.

10:41:59 9 A. I had three talent acquisition leaders at one  
10:42:02 10 point in time.

10:42:02 11 Q. And then within that function did those leaders  
10:42:05 12 themselves develop a hierarchy?

10:42:07 13 A. Not during that. It was just a point in time  
10:42:09 14 when there were three of them. Michael McNeal ended up  
10:42:12 15 being the senior person.

10:42:14 16 Q. And did Mr. Lake and Mr. Lane move to other  
10:42:17 17 parts of the company, or did they stay in that area?

10:42:20 18 A. They actually left the company.

10:42:21 19 Q. Okay. Two that left.

10:42:29 20 Starting in the 2004 era, what was your  
10:42:35 21 responsibility for compensation and benefits?

10:42:44 22 A. It was in my organization, and the CEO and the  
10:42:50 23 VP of rewards and I would meet with all the senior  
10:42:56 24 leaders in the company during focal time, and review  
10:43:01 25 their stats, looking for pay-for-performance indicators.

10:43:10 1 I would also work with the CEO on compensation  
10:43:14 2 for his executives, and I would review it with the CODC,  
10:43:18 3 with the CEO.

10:43:32 4 Q. And what is the CODC?

10:43:33 5 A. It is the comp and org. development committee  
10:43:36 6 of the board, who by charter approves all the  
10:43:39 7 compensation for senior VPs and above, senior VPs and  
10:43:46 8 CEO.

10:43:56 9 Q. And describe for me what focal time is.

10:44:00 10 A. Uh-huh. [REDACTED]  
10:44:05 11 [REDACTED] we review compensation across the company;  
10:44:10 12 compensation is defined as salary, bonus, equity.

10:44:24 13 Q. [REDACTED],

10:44:27 14 [REDACTED]

10:44:28 15 A. Yeah. [REDACTED]

10:44:31 16 [REDACTED]

10:44:36 17 [REDACTED]

10:44:37 18 Q. And is "focal" an acronym for a longer concept?

10:44:41 19 A. [REDACTED] [REDACTED]

10:44:45 20 [REDACTED].

10:44:50 21 Q. So it is not that "F" stands for something else  
10:44:54 22 like finance?

10:44:55 23 A. No, it is not an acronym.

10:44:57 24 Q. [REDACTED]

10:45:00 25 [REDACTED]

10:45:03 1

[REDACTED]

10:45:07 2

A. [REDACTED]

10:45:08 3

Q. Okay. Has that process changed at all since

10:45:15 4

2004?

10:45:15 5

A. Subtly or in a big way? I mean can you reask

10:45:19 6

your question so I know what you're asking?

10:45:21 7

Q. Sure. Yes, of course.

10:45:24 8

So had there been changes in how the process of

10:45:28 9

setting compensation works since 2004?

10:45:30 10

A. No.

10:45:35 11

Q. In the 2004, 2009, 2010 time period, how were

10:45:42 12

you going about setting salary in the focal process?

10:45:48 13

MR. KIERNAN: Object to form.

10:45:52 14

THE WITNESS: Are you asking how our merit

10:45:54 15

budget gets set or --

10:45:56 16

BY MS. DERMODY:

10:45:57 17

Q. Yes.

10:45:57 18

A. -- the process? Okay.

10:45:59 19

So we usually adjust merit 3 to 4 percent a

10:46:02 20

year, but we check in with the market and see what's

10:46:07 21

going on. [REDACTED]

10:46:13 22

[REDACTED]

10:46:19 23

[REDACTED] We have thousands of managers that make the pay

10:46:24 24

decisions.

10:46:28 25

Q. And when you check with the market in this

10:46:30 1 process, what is -- what is it that you do?

10:46:34 2 A. Uh-huh. We have a couple things we do. There  
10:46:39 3 is some survey companies we use that give us aggregate  
10:46:45 4 data, and we also check in with other companies and get a  
10:46:50 5 sense of what their merit budget -- what they're thinking  
10:46:55 6 about, what they might do. But we ultimately decide.

10:47:01 7 Q. Are there colleagues of other companies that  
10:47:05 8 you would regularly call for that sort of information?

10:47:09 9 A. You know, I don't do it. The VP of rewards is  
10:47:15 10 responsible for that.

10:47:17 11 Q. And you -- are you aware as to whether there  
10:47:19 12 are certain companies that he would call during that time  
10:47:22 13 frame?

10:47:23 14 A. I don't, no. I don't remember if there are  
10:47:28 15 particular companies or how we selected them.

10:47:30 16 Q. Do you know if there was any one particular  
10:47:33 17 company that was a favorite to call and get quick  
10:47:35 18 feedback?

10:47:37 19 MR. KIERNAN: Objection. Form.

10:47:38 20 THE WITNESS: Yeah. I don't know.

10:47:39 21 BY MS. DERMODY:

10:48:01 22 Q. Did the number 3 to 4 percent come from this  
10:48:08 23 survey process, or was that based on cost of living  
10:48:14 24 adjustment or something -- something else?

10:48:16 25 A. There was a lot of input to deciding the 3 to 4

10:48:20 1 percent. One of them was just looking at aggregate data  
10:48:24 2 and knowing what is going on in the market, but that  
10:48:27 3 tended to be, during the time frame you're asking about,  
10:48:29 4 the percentage that we would give to managers.

10:48:33 5 Q. And is the aggregate data you are talking about  
10:48:37 6 from the survey companies?

10:48:38 7 A. Correct.

10:48:38 8 Q. Was it any other kind of data?

10:48:40 9 A. I don't know.

10:48:42 10 Q. That's what you're referencing.

10:48:44 11 A. Correct.

10:48:49 12 Q. [REDACTED]

10:48:52 13 [REDACTED]

10:48:58 14 A. [REDACTED]

10:49:02 15 [REDACTED] [REDACTED]

10:49:09 16 [REDACTED] [REDACTED]

10:49:16 17 [REDACTED]

10:49:21 18 [REDACTED]

10:49:25 19 [REDACTED]

10:49:27 20 And then within that the manager pays for  
10:49:33 21 performance based on how the person is performing for the  
10:49:39 22 past year.

10:49:45 23 Q. [REDACTED]

10:49:47 24 [REDACTED]

10:49:48 25 A. [REDACTED] [REDACTED]

10:49:55 1 [REDACTED]

10:49:59 2 [REDACTED]

10:50:03 3 Q. [REDACTED]

10:50:06 4 A. [REDACTED]

10:50:07 5 Q. So the bonus -- the amount --

10:50:09 6 A. Of 100 percent. Sorry. Go ahead.

10:50:13 7 Q. To make sure I understand, [REDACTED]

10:50:15 8 [REDACTED] --

10:50:17 9 A. Correct.

10:50:17 10 Q. -- [REDACTED]

10:50:20 11 A. [REDACTED]

10:50:20 12 Q. And would that be for, what I call meets

10:50:23 13 expectations or would that be higher than that?

10:50:26 14 A. Yeah, so, then, depending on how you're rated,

10:50:29 15 [REDACTED] [REDACTED]

10:50:32 16 [REDACTED]

10:50:35 17 [REDACTED]

10:50:38 18 [REDACTED] [REDACTED]

10:50:41 19 [REDACTED]

10:50:47 20 [REDACTED]

10:50:52 21 [REDACTED] [REDACTED]

10:50:55 22 [REDACTED]

10:50:56 23 Q. Okay. [REDACTED]

10:51:00 24 [REDACTED]

10:51:01 25 A. Yeah. [REDACTED]



10:51:04 1 [REDACTED]

10:51:09 2 [REDACTED]

10:51:14 3 [REDACTED]

10:51:17 4 [REDACTED]

10:51:20 5 [REDACTED]

10:51:25 6 [REDACTED]

10:51:31 7 [REDACTED]

10:51:33 8 Q. So let me make sure that I understand this.

10:51:34 9 A. Uh-huh.

10:51:35 10 Q. [REDACTED]

10:51:38 11 [REDACTED]

10:51:40 12 A. [REDACTED]

10:51:42 13 Q. [REDACTED] [REDACTED]

10:51:46 14 [REDACTED]

10:51:49 15 [REDACTED]

10:51:52 16 [REDACTED]

10:51:53 17 A. [REDACTED]

10:51:54 18 Q. [REDACTED]

10:51:57 19 [REDACTED]

10:51:59 20 [REDACTED]

10:52:03 21 [REDACTED]

10:52:05 22 A. [REDACTED] [REDACTED]

10:52:07 23 [REDACTED]

10:52:13 24 [REDACTED]

10:52:16 25 [REDACTED]

10:52:20 1

[REDACTED]

10:52:25 2

[REDACTED]

10:52:28 3

[REDACTED]

10:52:31 4

Q. Okay. So there -- there would be decisions at

10:52:34 5

the manager level about the performance of employees in

10:52:37 6

[REDACTED]

10:52:42 7

[REDACTED]

10:52:46 8

[REDACTED]

10:52:47 9

A. [REDACTED]

10:52:50 10

[REDACTED] el.

10:52:52 11

Q. Okay. And again, just so that I'm making sure

10:52:57 12

I understand, [REDACTED] an

10:53:01 13

[REDACTED]

10:53:04 14

[REDACTED]

10:53:07 15

[REDACTED]

10:53:08 16

A. [REDACTED]

10:53:12 17

[REDACTED]

10:53:19 18

[REDACTED]

10:53:22 19

[REDACTED]

10:53:23 20

Q. Okay. And when I'm asking these questions, I

10:53:28 21

will always be asking in the sort of 2004 to 2010 time

10:53:32 22

period. If it -- if you're -- start to talk about

10:53:35 23

something that is not in that time period or things have

10:53:37 24

changed, please let me know. Okay?

10:53:39 25

A. Okay.

10:53:40 1 Q. We may be jumping in and out of time periods,  
10:53:42 2 and --

10:53:42 3 A. Yeah, I'm sorry. It's just that it's, like,  
10:53:45 4 eight years ago, but I'm -- I'll try to stay in that time  
10:53:47 5 frame.

10:53:48 6 Q. Sure. And if you can't remember, but you can  
10:53:50 7 remember, you know, in 2007 this is how it worked, but  
10:53:53 8 you just can't say for sure you remember earlier --

10:53:56 9 A. Okay.

10:53:56 10 Q. -- feel free to tell me that. Okay?

10:53:58 11 A. Thank you.

10:53:59 12 Q. Sure. [REDACTED]

10:54:01 13 [REDACTED]

10:54:07 14 [REDACTED]?

10:54:12 15 A. [REDACTED]

10:54:15 16 [REDACTED]

10:54:17 17 Q. And that was true in the time period we were  
10:54:19 18 talking about?

10:54:20 19 A. Yes.

10:54:20 20 Q. [REDACTED]

10:54:27 21 [REDACTED]

10:54:31 22 [REDACTED]?

10:54:38 23 A. [REDACTED]

10:54:41 24 [REDACTED]

10:54:48 25 [REDACTED]

10:54:54 1

10:55:01 2

10:55:04 3

10:55:08 4

10:55:15 5

10:55:22 6

10:55:31 7

10:55:35 8

10:55:42 9

10:55:46 10

10:55:50 11

10:55:54 12

10:55:56 13

10:55:57 14

10:56:01 15

10:56:06 16

10:56:09 17

10:56:12 18

10:56:15 19

10:56:19 20

10:56:25 21

10:56:31 22

10:56:34 23

10:56:37 24

10:56:40 25

Individual decisions were made by performance, and we have what we call retention ratings where we look at the importance of the role. We look at runway of the person, and also sometimes market importance. And the equity decisions are based on performance rating and retention rating.

Q. In this time period, how would you describe the difference in philosophy in how the salary would be set versus how a bonus would be set versus how equity would be set for an individual?

A. Yeah. I think the philosophy is the same. We're a pay-for-performance company, Steve Bennett brought that from GE; and what we taught the managers, is that our highest-rated, highest-retention people, when you look at their total compensation, we need to make sure we are rewarding the right people, and that's the coaching and training that we give the managers.

Q.

A. I'm sorry. I don't understand your question.

Q. So maybe I asked that poorly.

10:56:47 1 [REDACTED]

10:56:50 2 [REDACTED]

10:56:53 3 [REDACTED] [REDACTED]

10:56:54 4 Q. Yes.

10:56:54 5 [REDACTED] [REDACTED]

10:56:55 6 Q. Okay.

10:56:55 7 A. It's a total compensation, but equity was an

10:56:59 8 important component.

10:57:01 9 Q. Okay. [REDACTED]

10:57:10 10 [REDACTED]

10:57:12 11 A. [REDACTED]

10:57:12 12 Q. [REDACTED]

10:57:15 13 A. [REDACTED]

10:57:19 14 [REDACTED]

10:57:27 15 [REDACTED]

10:57:32 16 [REDACTED] [REDACTED]

10:57:36 17 [REDACTED]

10:57:39 18 [REDACTED]

10:57:42 19 [REDACTED] [REDACTED]

10:57:45 20 [REDACTED]

10:57:47 21 Q. Okay. [REDACTED]

10:57:52 22 [REDACTED]

10:57:56 23 [REDACTED]

10:58:00 24 [REDACTED]

10:58:02 25 A. [REDACTED] [REDACTED]. [REDACTED]

10:58:06 1 [REDACTED] a

10:58:12 2 [REDACTED] You're eligible for more equity at different  
10:58:16 3 levels, more senior, but it's -- it's not -- it is a  
10:58:21 4 performance and retention.

10:58:24 5 Q. Okay. In your experience would this retention  
10:58:29 6 ratings process, [REDACTED]

10:58:33 7 [REDACTED]

10:58:37 8 [REDACTED] —

10:58:40 9 [REDACTED]

10:58:41 10 MR. KIERNAN: Objection. Form.

10:58:50 11 THE WITNESS: [REDACTED]

10:58:51 12 BY MS. DERMODY:

10:58:52 13 Q. Okay.

10:58:52 14 A. [REDACTED]

10:58:55 15 [REDACTED] [REDACTED]

10:58:58 16 [REDACTED]

10:59:01 17 [REDACTED]

10:59:04 18 [REDACTED]

10:59:07 19 [REDACTED],

10:59:11 20 [REDACTED] [REDACTED]

10:59:16 21 [REDACTED]

10:59:19 22 [REDACTED]

10:59:22 23 [REDACTED]

10:59:24 24 Q. Okay. Were there certain functionalities or  
10:59:30 25 skill sets that were -- have been always considered very,

10:59:34 1 very important to the company or more important than  
10:59:37 2 other skill sets in the company?

10:59:41 3 MR. KIERNAN: Objection. Form.

10:59:43 4 THE WITNESS: Yeah, you know, it depends on  
10:59:44 5 the -- on the business unit. Because we're in so many  
10:59:48 6 different business units, that for one business unit in a  
10:59:52 7 point in time it might be strategy leaders, and in  
10:59:55 8 another business unit that's facing big marketing  
10:59:59 9 challenges, it could be marketing. But it really is  
11:00:02 10 about performance, because we have so many different jobs  
11:00:10 11 and roles inside the company.

11:00:20 12 BY MS. DERMODY:

11:00:26 13 Q. And then you said the CODC ultimately is asked  
11:00:30 14 to approve the equity -- what did you call it, the  
11:00:35 15 pre-budget?

11:00:36 16 A. Correct.

11:00:36 17 Q. On an annual basis?

11:00:38 18 A. Correct. Not the individual pay decisions,  
11:00:50 19 right? The budget?

11:00:51 20 Q. Right.

11:01:01 21 And starting in 2004, what was your  
11:01:03 22 responsibility with respect to recruiting, or maybe at  
11:01:07 23 that time called talent acquisition?

11:01:10 24 A. Yeah, nine years ago the VP of talent  
11:01:14 25 acquisition worked for me.

11:01:17 1 Q. In terms of your day-to-day job, did you have  
11:01:21 2 an ongoing role with respect to that work?

11:01:24 3 A. I did. My role since I started at the company  
11:01:29 4 to now is, the CEO and I interview all officers, all  
11:01:36 5 final candidate officers that join the company.

11:01:45 6 Q. Do you have any other regular responsibilities  
11:01:47 7 with respect to talent acquisition?

11:01:50 8 A. Not on a day-to-day basis. The VP runs the  
11:01:55 9 talent acquisition.

11:01:56 10 Q. Okay. And in terms of strategy questions, what  
11:02:02 11 role do you play with respect to those in talent  
11:02:07 12 acquisition or recruiting?

11:02:09 13 A. Yeah, similar to compensation, the vice  
11:02:10 14 president owns it, and I'm in -- I am informed and a  
11:02:21 15 thought partner.

11:02:23 16 Q. Okay. Do you play a role in helping to  
11:02:27 17 establish incoming salary for new hires?

11:02:30 18 A. No.

11:02:31 19 Q. Okay. Who has that role?

11:02:34 20 A. Between the VP of rewards and the VP of talent  
11:02:38 21 acquisition, but the VP of rewards owns it.

11:02:45 22 Are you asking about individual offers, or are  
11:02:48 23 you asking about job family? I mean can you --

11:02:53 24 Q. Sure. Let's -- let's talk about job families.

11:02:56 25 A. Yeah.



11:02:57 1 Q. Do you have a role in identifying what the jobs  
11:03:00 2 are in the company, doing that analysis?

11:03:03 3 A. No.

11:03:04 4 Q. Who does that?

11:03:05 5 A. The VP of rewards.

11:03:14 6 Q. And is the VP of rewards responsible for  
11:03:17 7 identifying where in a job family a candidate would fit?

11:03:23 8 A. It is my understanding it is a joint between  
11:03:24 9 the talent acquisition team and with consultation on the  
11:03:29 10 rewards team that does the job families.

11:03:33 11 Q. Okay. And would that have been true going back  
11:03:35 12 to the 2004 time period?

11:03:36 13 A. I believe so.

11:03:53 14 Q. In the time period we've been talking about --

11:03:58 15 MR. KIERNAN: How are you feeling?

11:03:58 16 THE WITNESS: I'm okay.

11:04:00 17 MR. KIERNAN: Okay. Good.

11:04:01 18 THE WITNESS: I just looked at his watch,  
11:04:03 19 because I need to go to the restroom.

11:04:06 20 MS. DERMODY: Let's take a break.

11:04:07 21 THE WITNESS: Is this a good time?

11:04:09 22 MS. DERMODY: Yeah, it is always a good time.

11:04:11 23 THE VIDEOGRAPHER: We are now off the record at  
11:04:12 24 11:04.

11:04:13 25 (Recess was taken.)

11:17:01 1 THE VIDEOGRAPHER: We are now on the record at  
11:17:01 2 11:17.  
11:17:03 3 BY MS. DERMODY:  
11:17:05 4 Q. During the time period we've been talking  
11:17:07 5 about, the 2004 to 2010 time period, did you attend board  
11:17:13 6 of directors meetings?  
11:17:20 7 A. Board dinners, but I don't recall a board  
11:17:23 8 meeting.  
11:17:27 9 Q. And is the CODC a committee of the board?  
11:17:31 10 A. It is.  
11:17:31 11 Q. And is that the meeting that you attended?  
11:17:33 12 A. Yes.  
11:17:34 13 Q. And how often were those meetings?  
11:17:37 14 A. Quarterly.  
11:17:45 15 Q. And who participated in those meetings?  
11:17:51 16 A. Do you want names?  
11:17:52 17 Q. Yes.  
11:17:54 18 A. During this time frame, Mike Holman, Chris  
11:17:58 19 Brody, Bill Campbell, Jim Grenier, myself, on occasion  
11:18:11 20 the CEO, and somebody from legal, minute taker.  
11:18:26 21 Q. And did you say Mike Holman?  
11:18:28 22 A. Correct.  
11:18:29 23 Q. And I apologize if you told me who Mike Holman  
11:18:33 24 was earlier, but what was Mr. Holman's role?  
11:18:36 25 A. He was on the board. He was on the board at

13:45:36 1 Q. Do you know in the 2005 era who would have  
13:45:39 2 helped put together this document?

13:45:41 3 A. Probably Jim Grenier.

13:45:44 4 Q. Okay.

13:45:44 5 A. And his team.

13:45:58 6 Q. Do you know if you saw this document back in  
13:46:00 7 this time period?

13:46:02 8 A. I can't say for sure I saw this document, but  
13:46:07 9 it looks like a document I would see.

13:46:11 10 Q. Okay.

13:46:12 11 A. I'm trying to figure out who the audience would  
13:46:14 12 be. I can't quite tell.

13:46:16 13 Q. Okay. Go to page 8, if you could. I think  
13:46:28 14 they are in the lower left corner of the slides.

13:46:31 15 A. Oh. Okay.

13:46:41 16 Q. The page I am looking at should have at the  
13:46:43 17 top, "How Intuit makes decisions about jobs and  
13:46:47 18 compensation." Do you see that?

13:46:48 19 A. I do.

13:46:50 20 Q. Great. Are you familiar with the concepts  
13:46:51 21 expressed on this slide as regarding Intuit's  
13:46:56 22 compensation philosophy?

13:47:03 23 A. I'm sorry. Just give me a second to read it.  
13:47:06 24 It is so long ago. Hold on.

13:47:08 25 Q. Sure.

13:47:24 1 A. Some of it in general, yeah, some of it.

13:47:27 2 Q. There is a column on the left that says,  
13:47:29 3 "Process, development paths/leveling."

13:47:32 4 Do you see that?

13:47:33 5 A. I do.

13:47:34 6 Q. And then it has, "Number one, level, defined by  
13:47:37 7 Intuit benchmark profiles, work in process."

13:47:40 8 Do you see that?

13:47:41 9 A. I do.

13:47:41 10 Q. Do you know what that's regarding?

13:47:43 11 A. It's really early work. We now have job  
13:47:46 12 families, and so I think they were working on profiles  
13:47:49 13 for individual roles that talk about the competencies for  
13:47:54 14 the roles. I'm guessing that's what this says.

13:47:58 15 Q. Okay. And number two, where it says, "Line and  
13:48:00 16 HR define job family and determine levels needed within  
13:48:04 17 family." Is that part of that same work?

13:48:07 18 A. It is.

13:48:08 19 Q. So in your vocabulary, what is the -- the  
13:48:14 20 structure, starting with the smallest unit of job, that  
13:48:17 21 is the position? Is it position, then level within  
13:48:21 22 position, then job family?

13:48:23 23 A. Yes. So if we use an example in talent  
13:48:27 24 acquisition, let's say, there would be a job profile  
13:48:31 25 around recruiters, and then within the job family around

13:48:39 1 recruiters, there could be a talent acquisition manager,  
13:48:42 2 1, 2, and 3, that would have different capabilities and  
13:48:47 3 skills and scope of work.

13:48:50 4 Q. Okay.

13:48:52 5 A. We don't use -- these are -- we don't use those  
13:48:54 6 titles anymore. So I'm trying to map for what we have  
13:48:57 7 now.

13:48:58 8 Q. Okay. And do you recall when along the way you  
13:49:00 9 made that -- that change in vocabulary?

13:49:08 10 A. I don't remember exactly, but it was probably  
13:49:12 11 four or five years ago.

13:49:15 12 Q. Okay.

13:49:16 13 A. When we finished this work and it evolved.

13:49:21 14 Q. And then number three here says, "Target mix  
13:49:24 15 based on Intuit benchmark profile." Do you know what  
13:49:29 16 that means?

13:49:30 17 A. I really don't.

13:49:31 18 Q. On number four, do you know what is being  
13:49:33 19 referenced here, where it says, "Comp org provides market  
13:49:40 20 references"?

13:49:41 21 A. Probably it's the surveys I was talking to you  
13:49:52 22 about, what the comp org. does to provide market for  
13:49:57 23 hiring managers, would be my thought on that.

13:50:00 24 Q. And these are surveys of an aggregation of  
13:50:03 25 companies?

13:50:03 1 A. Correct. We provide it as one of the inputs  
13:50:08 2 for hiring managers to make the decisions.

13:50:10 3 Q. Okay. Next to -- sorry.

13:50:21 4 On the right column where it says, [REDACTED]

13:50:23 5 [REDACTED]

13:50:27 6 [REDACTED]

13:50:32 7 [REDACTED] What is IPI?

13:50:38 8 A. IPI is the bonus that we were talking about  
13:50:40 9 earlier. It stands for Intuit performance incentive.

13:50:46 10 Q. Okay. If you turn to page 9, there is a list  
13:50:57 11 of market data sources.

13:51:01 12 Do you see that?

13:51:02 13 A. I do.

13:51:04 14 Q. And there is a list of consulting services.  
13:51:08 15 Are those the services from which you were getting  
13:51:11 16 aggregated salary surveys?

13:51:13 17 A. I'm not sure what Jim was using the consulting  
13:51:16 18 services for.

13:51:18 19 Q. Okay.

13:51:19 20 A. Sorry.

13:51:23 21 Q. Do you know for the external surveys from  
13:51:25 22 Radford or Mercer, what any of those were about?

13:51:29 23 A. Those were the two that I heard most often, the  
13:51:31 24 aggregate data, survey data.

13:51:37 25 Q. Were you buying data that was particular to an

13:53:37 1 sorry, I've never used this.

13:53:42 2 Q. That's okay. If you look at page 6, it should  
13:53:50 3 say at the top, "Compensation's Guiding Principles."

13:54:00 4 A. Okay.

13:54:01 5 Q. The third bullet is, "Provide equitable  
13:54:04 6 competitive compensation opportunities that attract and  
13:54:05 7 retain key talent, differentiating by job, person and  
13:54:10 8 market for supply and demand."

13:54:12 9 Do you see that?

13:54:13 10 A. I do.

13:54:13 11 Q. Do you recognize that statement as a guiding  
13:54:16 12 principle from the 2005 era?

13:54:24 13 A. It's not something I could have written down,  
13:54:26 14 but this is a document from that time, and it's under the  
13:54:30 15 heading, guiding principles. But if you'd ask me what  
13:54:33 16 they were, I'm not sure I would have come up with exactly  
13:54:36 17 these words, but it's on the document.

13:54:39 18 Q. Okay. Looking at the document, do you have an  
13:54:42 19 understanding of what is meant by "providing equitable  
13:54:47 20 competitive compensation opportunities"?

13:55:03 21 A. I probably can't answer it word by word. I can  
13:55:06 22 tell you what -- what our principles have been around  
13:55:13 23 differentiating by the person and the role and the  
13:55:19 24 market, and the purpose is to attract and retain. I'm  
13:55:23 25 not sure what "equitable" meant and -- what it meant when

13:55:30 1 you put this together, that word.

13:55:31 2 Q. Do you want to describe what you understand the  
13:55:34 3 principles to be around competitive pay relative to the  
13:55:41 4 market?

13:55:43 5 A. Yeah. Our -- [REDACTED]

13:55:48 6 [REDACTED]

13:55:53 7 [REDACTED]

13:55:59 8 [REDACTED] and -- what

13:56:04 9 else would I say about that?

13:56:12 10 And once you're inside the company, it's

13:56:14 11 absolutely pay for performance, [REDACTED]

13:56:17 12 [REDACTED]

13:56:20 13 [REDACTED]

13:56:24 14 [REDACTED]

13:56:26 15 Q. And does someone make an attempt to determine  
13:56:32 16 that people with similar skills are brought in into  
13:56:36 17 similar jobs?

13:56:39 18 A. It depends. It's situational to what's going  
13:56:43 19 on in that department and what are the business needs.  
13:56:45 20 Sometimes it's complimentary skills, not the same skills.  
13:56:50 21 So it's -- it's pretty individual based on what the  
13:56:53 22 business need is and what the current situation is.

13:56:56 23 Q. And then once someone is brought in, and  
13:56:59 24 they're -- they're assigned to a position, is there some  
13:57:04 25 guidance about what that position will pay, that is



13:57:09 1 available to the people making the salary decision for  
13:57:12 2 that person?

13:57:13 3 A. Yeah, it's pretty individual. That is why we  
13:57:15 4 have a big range within folks working. A lot depends on  
13:57:21 5 their experience level, how long they have been at the  
13:57:23 6 company, where they have come from, their unique skills  
13:57:25 7 that we needed. So it's situational, is the answer I  
13:57:29 8 would give.

13:57:30 9 Q. What do you do, if anything, to prevent HR  
13:57:35 10 issues from happening if people that are similar are  
13:57:39 11 being paid differently for the same work?

13:57:43 12 MR. KIERNAN: Objection to form.

13:57:49 13 THE WITNESS: I don't actually understand the  
13:57:50 14 question. Can you clarify a little bit?

13:57:52 15 BY MS. DERMODY:

13:57:52 16 Q. Do you -- maybe I misunderstood you. Do you  
13:57:54 17 make some attempt to pay people doing similar jobs in  
13:57:58 18 a -- with similar performance the same amount of money?

13:58:02 19 A. Yeah, no, we don't offer internal equity, so  
13:58:05 20 somebody that has more experience can end up making more.  
13:58:08 21 It is situational to them.

13:58:09 22 Q. But do you pay any attention to people that  
13:58:12 23 have the same experience, same performance, same job  
13:58:16 24 being paid similarly?

13:58:18 25 A. When we make offers, it is one of the inputs.

13:58:20 1 We see what other people are making in that department,  
13:58:22 2 but we're not -- we're not solving for it. It is just  
13:58:25 3 one of the inputs.

13:58:26 4 Q. [REDACTED]

13:58:31 5 [REDACTED]

13:58:35 6 [REDACTED]

13:58:39 7 [REDACTED]

13:58:40 8 MR. KIERNAN: Objection to form.

13:58:45 9 THE WITNESS: So when -- [REDACTED]

13:58:49 10 [REDACTED]

13:58:53 11 [REDACTED]

13:58:55 12 [REDACTED]

13:58:58 13 [REDACTED]

13:59:05 14 BY MS. DERMODY:

13:59:06 15 Q. Okay. And is Mr. Stubblefield the person who  
13:59:18 16 is most knowledgeable about survey data?

13:59:21 17 A. He is. Can I correct that?

13:59:38 18 Q. Sure.

13:59:39 19 A. Compensation survey data, I'm probably the most  
13:59:42 20 knowledgeable person about employee engagement data.

13:59:46 21 Q. So your internal employee questionnaire?

13:59:49 22 A. We actually use an outside survey company. It  
13:59:53 23 is anonymous. I started it 12 years ago when I came.

13:59:56 24 Q. Okay.

13:59:57 25 A. And so people come to me to talk about that,

13:59:59 1 but they use Mason for compensation surveys.

14:00:02 2 Q. Okay. And your surveys are dealing with data  
14:00:05 3 that you mine from responses of your own employees as  
14:00:09 4 opposed to looking at a collection of other employees or  
14:00:11 5 maybe you and other employers.

14:00:14 6 A. Correct, and in a lot of cases we can't even  
14:00:16 7 mine it. Some of it we need to ask the survey company to  
14:00:19 8 do for us --

14:00:20 9 Q. Okay.

14:00:21 10 A. -- to protect confidentiality.

14:00:23 11 MS. DERMODY: Right. Thanks.

14:01:02 12 THE REPORTER: 1761.

14:01:02 13 (Exhibit 1761 was marked for identification.)

14:01:03 14 THE WITNESS: Thank you.

14:01:04 15 BY MS. DERMODY:

14:01:04 16 Q. The document marked as Exhibit 1761 should have  
14:01:08 17 on the front cover the Intuit number 49796.

14:01:13 18 A. Yes.

14:01:13 19 Q. Do you see that?

14:01:14 20 A. I do.

14:01:15 21 Q. Great. Have you seen this document before?

14:01:21 22 A. I don't recognize it, but it would probably be  
14:01:24 23 a document I've seen.

14:01:27 24 Q. And would this have also come out of  
14:01:29 25 Mr. Grenier's --

14:07:37 1 outstandings and don't give anything to their meets. It  
14:07:43 2 just depends on the person.

14:07:44 3 BY MS. DERMODY:

14:07:44 4 Q. Right, and so long as they're within their  
14:07:46 5 budget?

14:07:47 6 A. Correct.

14:07:47 7 Q. Yes. But having said that, is the philosophy  
14:07:51 8 to use the merit increase to pay the better performance  
14:07:55 9 more still the philosophy today?

14:07:59 10 A. It is.

14:08:00 11 Q. Okay.

14:08:00 12 A. We call it pay for performance.

14:08:14 13 Q. And then on 28 --

14:08:17 14 A. I see what you mean about numbers. Hold on a  
14:08:20 15 sec.

14:08:20 16 Q. Yes, sorry.

14:08:20 17 A. Okay.

14:08:25 18 Q. There's -- the top says, "Making stock option  
14:08:29 19 decisions," and the second number is "Retention risk  
14:08:32 20 management." Is this relating to what we talked about  
14:08:34 21 earlier, [REDACTED]

14:08:39 22 [REDACTED]

14:08:42 23 [REDACTED]

14:08:44 24 A. Yeah. It's so different now. [REDACTED]

14:08:50 25 [REDACTED]

14:08:55 1 [REDACTED] [REDACTED]

14:08:58 2 [REDACTED] e.

14:08:58 3 And the retention piece, [REDACTED]

14:09:01 4 [REDACTED]. We did then and we do now.

14:09:05 5 [REDACTED]

14:09:09 6 [REDACTED] and it determines how much equity between

14:09:14 7 the performance and the retention rating.

14:09:16 8 [REDACTED]

14:09:21 9 [REDACTED]

14:09:24 10 [REDACTED] [REDACTED]

14:09:26 11 [REDACTED]

14:09:30 12 [REDACTED]

14:09:32 13 Q. And have you ever had occasion to identify in

14:09:38 14 any broad way, [REDACTED]

14:09:43 15 [REDACTED]

14:09:46 16 [REDACTED]

14:09:53 17 [REDACTED]

14:09:55 18 MR. KIERNAN: Objection to form.

14:09:58 19 THE WITNESS: I -- I do recall, [REDACTED]

14:10:03 20 [REDACTED] Is your question broad or

14:10:10 21 is it focused on equity?

14:10:11 22 BY MS. DERMODY:

14:10:12 23 Q. It was broad, yes.

14:10:14 24 A. There was a time years ago where we were making

14:10:17 25 [REDACTED]

14:10:21 1 [REDACTED]  
14:10:23 2 [REDACTED]  
14:10:30 3 [REDACTED]  
14:10:38 4 [REDACTED]  
14:10:41 5 [REDACTED] I don't remember how many people there

14:10:43 6 were. It wasn't my project. I was just informed.

14:10:47 7 Q. Do you recall if it was an order of magnitude  
14:10:50 8 less than 25?

14:10:52 9 A. Oh, no, just a handful.

14:10:53 10 Q. Okay. Do you recall any initiative that  
14:11:02 11 targeted a larger group than that for a special merit  
14:11:07 12 increase or other compensation that was really targeted  
14:11:11 13 to retention?

14:11:14 14 A. [REDACTED]  
14:11:23 15 [REDACTED]  
14:11:26 16 [REDACTED]  
14:11:29 17 [REDACTED]  
14:11:35 18 [REDACTED] [REDACTED]

14:11:37 19 Q. [REDACTED]  
14:11:39 20 [REDACTED]  
14:11:42 21 [REDACTED]

14:11:46 22 A. [REDACTED]

14:11:48 23 Q. I should say outside the normal compensation  
14:11:50 24 process.

14:11:51 25 A. Yeah, nothing I think comes to mind.

14:11:53 1 Q. Okay. In 2010, did you become aware that  
14:12:14 2 Google was giving an across the board 10 percent increase  
14:12:19 3 to its employees?

14:12:20 4 A. I was.

14:12:21 5 Q. And do you recall any conversations at Intuit  
14:12:24 6 about that?

14:12:25 7 A. Yes.

14:12:27 8 Q. And did Google -- did Intuit discuss itself  
14:12:32 9 doing an across the board increase of some amount in  
14:12:35 10 parallel to what Google was doing?

14:12:36 11 A. [REDACTED]

14:12:41 12 Q. After Google made its decision to increase  
14:12:44 13 salaries by 10 percent, [REDACTED]

14:12:49 14 [REDACTED]

14:12:53 15 [REDACTED]

14:12:58 16 MR. KIERNAN: Objection to form.

14:12:59 17 THE WITNESS: [REDACTED]

14:13:00 18 BY MS. DERMODY:

14:13:00 19 Q. Was there a movement away from equity and into  
14:13:03 20 guaranteed money after Google made its decision to  
14:13:06 21 increase salaries by 10 percent?

14:13:10 22 MR. KIERNAN: Again --

14:13:10 23 THE WITNESS: Any --

14:13:10 24 MR. KIERNAN: -- objection to form. One  
14:13:11 25 second. Objection to form.

14:19:39 1 Q. Got it. And did you change your compensation  
14:19:41 2 for that group at that time?

14:19:43 3 A. Not, not across the board.

14:19:44 4 Q. Were there -- was there a reward system put in  
14:19:47 5 place or a bonus system put in place for certain of the  
14:19:52 6 highest performers in that group at that time?

14:19:55 7 A. [REDACTED]

14:19:57 8 [REDACTED]

14:19:59 9 [REDACTED]

14:20:02 10 [REDACTED]

14:20:05 11 [REDACTED].

14:20:09 12 Q. Okay. And do you recall if that unit was  
14:20:14 13 allocated additional money to ensure --

14:20:19 14 A. [REDACTED]

14:20:21 15 Q. -- the top people would be paid better?

14:20:23 16 A. [REDACTED]

14:20:28 17 MR. KIERNAN: If you are switching the topic, I  
14:20:30 18 would like a break.

14:20:32 19 MS. DERMODY: Almost.

14:20:33 20 MR. KIERNAN: I can wait.

14:20:34 21 MS. DERMODY: Yes, I'll be fast, I think.

14:20:36 22 Q. Were there any other examples you can think of  
14:20:39 23 that involved groups of people, or identifying high-value  
14:20:43 24 people within groups where there was a special program or  
14:20:45 25 special initiative focused on keeping those people at



14:20:50 1 Intuit by compensation rewards?

14:20:54 2 A. Just the ones I've told you about.

14:20:56 3 MS. DERMODY: Okay. Great. Let's take a

14:20:58 4 break.

14:20:59 5 THE VIDEOGRAPHER: We are now off the record at

14:21:00 6 2:21.

14:21:01 7 (Recess was taken.)

14:35:35 8 THE VIDEOGRAPHER: We are now on the record at

14:35:36 9 2:35.

14:35:39 10 BY MS. DERMODY:

14:35:41 11 Q. So, Ms. Whiteley, in that time period, 2005,

14:35:46 12 2009, [REDACTED]

14:35:56 13 [REDACTED]

14:35:59 14 A. [REDACTED]

14:35:59 15 Q. [REDACTED]

14:36:02 16 [REDACTED]

14:36:02 17 A. [REDACTED]

14:36:11 18 Q. [REDACTED]

14:36:12 19 [REDACTED] Was that a review that you did or

14:36:16 20 someone else did?

14:36:18 21 MR. KIERNAN: Objection to form.

14:36:21 22 THE WITNESS: Can you -- can you ask me that

14:36:22 23 again?

14:36:22 24 BY MS. DERMODY:

14:36:23 25 Q. Sure. Do you recall testifying that there was

14:36:27 1 [REDACTED],

14:36:31 2 [REDACTED] Do you recall that?

14:36:34 3 A. I do.

14:36:34 4 Q. [REDACTED]

14:36:37 5 A. I did.

14:36:38 6 Q. [REDACTED]

14:36:40 7 [REDACTED]

14:36:43 8 A. Yeah, what I hoped I said is that [REDACTED]

14:36:48 9 [REDACTED]

14:36:52 10 [REDACTED]

14:36:57 11 [REDACTED] [REDACTED]

14:37:01 12 [REDACTED].

14:37:03 13 Q. [REDACTED]

14:37:06 14 [REDACTED]

14:37:09 15 A. Yeah. Actually, [REDACTED]

14:37:12 16 [REDACTED]

14:37:16 17 [REDACTED]

14:37:19 18 [REDACTED]

14:37:23 19 [REDACTED]

14:37:26 20 [REDACTED]

14:37:30 21 [REDACTED] [REDACTED]

14:37:33 22 Q. Okay. And is there any review that's

14:37:37 23 undertaken [REDACTED]

14:37:43 24 [REDACTED]

14:37:44 25 A. [REDACTED]

14:37:47 1 Q. Okay. [REDACTED]

14:37:51 2 [REDACTED]

14:38:01 3 A. Oh, [REDACTED] [REDACTED]

14:38:07 4 [REDACTED]

14:38:13 5 [REDACTED]

14:38:16 6 [REDACTED]

14:38:23 7 [REDACTED]

14:38:27 8 [REDACTED] [REDACTED]

14:38:32 9 [REDACTED].

14:38:35 10 Q. Okay. And you used a word I wasn't sure of.

14:38:39 11 A. Okay.

14:38:40 12 Q. Can you say it so I can fix it? It was an

14:38:42 13 acronym, I think.

14:38:44 14 A. Okay. OPMEC.

14:38:51 15 MR. KIERNAN: I didn't get it either.

14:38:52 16 THE WITNESS: Yeah, sorry. It's an Intuit

14:38:54 17 word. But the company has various operating mechanisms

14:39:00 18 at different times of the year on a wheel. Some of them

14:39:04 19 are talent related, and some of them are business

14:39:07 20 related. So each month there is different operating

14:39:11 21 mechanisms, and we call them OPMECs, and that's what it

14:39:15 22 means.

14:39:16 23 BY MS. DERMODY:

14:39:16 24 Q. Okay. [REDACTED]

14:39:19 25 [REDACTED]

14:39:22 1 A. [REDACTED]

14:39:26 2 [REDACTED]

14:39:27 3 Q. Okay. And it [REDACTED]

14:39:36 4 [REDACTED]

14:39:38 5 [REDACTED]

14:39:39 6 A. Well, managers could do it at any time, but

14:39:41 7 [REDACTED]

14:39:44 8 [REDACTED]

14:39:46 9 [REDACTED]

14:39:53 10 [REDACTED]

14:39:55 11 [REDACTED]

14:39:57 12 [REDACTED] [REDACTED]

14:40:00 13 [REDACTED]

14:40:03 14 Q. [REDACTED]

14:40:07 15 [REDACTED]

14:40:13 16 A. [REDACTED]

14:40:14 17 Q. Okay. Would that be something that would be

14:40:16 18 under Mr. Stubblefield's area?

14:40:18 19 A. Yes.

14:40:19 20 Q. Okay.

14:40:22 21 A. It is wonderful to have ten vice presidents. I

14:40:25 22 don't have to know everything.

14:41:16 23 THE REPORTER: Exhibit 1762.

14:41:17 24 (Exhibit 1762 was marked for identification.)

25 //

15:06:41 1 I have not.

15:06:48 2 Q. As indicated on this document, there is an  
15:06:53 3 email at the very bottom that goes over to the second  
15:06:55 4 page, which is from Mr. Nguyen.

15:07:06 5 A. Yes.

15:07:06 6 Q. Mr. Nguyen, to someone that he is recruiting,  
15:07:09 7 which appears to be someone from Google.

15:07:11 8 Do you see that?

15:07:12 9 A. I do.

15:07:12 10 Q. And the person from Google responds, "Maybe  
15:07:14 11 since Bill Campbell is an advisor to Google and chairman  
15:07:18 12 of Intuit we shouldn't be recruiting this way."

15:07:21 13 Do you see that?

15:07:22 14 A. I do.

15:07:22 15 Q. And then Mr. Nguyen says, in response, "Andy,  
15:07:27 16 thank you for responding and bringing up this good point.  
15:07:29 17 I will check internally regarding this matter."

15:07:33 18 And then this is a Google document, so we don't  
15:07:35 19 have the continuation of that.

15:07:38 20 Do you know if there was any conversation  
15:07:40 21 between Mr. Nguyen and anyone else about recruiting into  
15:07:44 22 Google?

15:07:44 23 A. I do not know.

15:07:46 24 Q. Do you know if there has been any statement of  
15:07:48 25 guidance into the recruiting department to confirm what

15:07:52 1 the company's policy is with respect to recruiting into  
15:07:55 2 other companies?

15:07:59 3 A. I know that we recruit from Google, and I  
15:08:02 4 haven't heard anybody say otherwise, and I haven't been  
15:08:05 5 part of any conversations. So --

15:08:07 6 Q. Have you taken any steps to make sure that it's  
15:08:10 7 absolutely clear at Intuit that people are allowed to  
15:08:14 8 recruit into any company?

15:08:16 9 A. Yes. Our recruiters have training, brad's  
15:08:22 10 staff has had training, our board of directors has had  
15:08:25 11 training on that -- making that issue very clear.

15:08:28 12 Q. And when did that training happen?

15:08:31 13 A. The one I'm talking about, we've done it two  
15:08:34 14 times now.

15:08:35 15 Q. In what years?

15:08:42 16 A. 2011 and 2012.

15:08:53 17 Q. And was that a training you had before 2011?

15:08:56 18 A. No.

15:09:21 19 Q. Ms. Whiteley, the document placed in front of  
15:09:24 20 you, which was marked as Exhibit 1112 also has the Intuit  
15:09:31 21 number 39154. Do you see that?

15:09:34 22 A. I see it. Uh-huh.

15:09:36 23 Q. And if you want to take a moment to look at  
15:09:38 24 this, and let me know if you recognize it.

15:09:45 25 A. I do recognize it.

15:09:47 1 Q. What is this?

15:09:47 2 A. There's a couple different things going on. Do  
15:09:50 3 you want me to talk about the whole email, or do you want  
15:09:53 4 to ask me questions?

15:09:54 5 Q. Well, let me ask you this. So is Ms. Morris in  
15:09:57 6 your similar position over at Adobe?

15:10:00 7 A. She is.

15:10:01 8 Q. Are you friends outside of work or is this more  
15:10:04 9 of a professional colleague?

15:10:07 10 A. She is more of a professional colleague.

15:10:09 11 Q. And Ms. Morris in this email to you at the  
15:10:13 12 bottom of the first page of this exhibit is reaching out  
15:10:16 13 about a number of questions about what Intuit is doing at  
15:10:21 14 a 30,000-foot level on some topics; is that fair?

15:10:25 15 A. That's fair.

15:10:25 16 Q. And would that be the type of information that  
15:10:27 17 you would exchange on some basis with Ms. Morris?

15:10:33 18 MR. KIERNAN: Objection to form.

15:10:34 19 THE WITNESS: At the highest level frameworks,  
15:10:36 20 aggregated data, yes.

15:10:39 21 BY MS. DERMODY:

15:10:39 22 Q. Okay. Were there other people like Ms. Morris  
15:10:42 23 that you would consider to be the kind of professional  
15:10:45 24 colleague you could email or call about something that  
15:10:48 25 was a general framework in terms of compensation at the

15:10:50 1 company?

15:10:51 2 A. It was very rarely on compensation. It was  
15:10:53 3 mostly on org. design, the percentage of revenue we spent  
15:11:01 4 on certain things in HR, best practices around HR  
15:11:04 5 services that I was creating that was new in the  
15:11:06 6 industry. People were interested in my engagement  
15:11:09 7 philosophies in the survey I mentioned to you. So it --  
15:11:12 8 it -- it was mostly about those kinds of things that  
15:11:16 9 peers would call me about.

15:11:18 10 Q. And who would you consider to be those peers  
15:11:22 11 that you would have a relationship where you could just  
15:11:25 12 email or call for that information?

15:11:31 13 A. Do you want a list?

15:11:32 14 Q. Sure. Yeah.

15:11:35 15 A. I'm on quite a few panels. So I get reached  
15:11:38 16 out to by many, many people who are interested in what  
15:11:42 17 we're doing and follow-on, people that I don't know, but  
15:11:48 18 reach out to me.

15:11:50 19 Q. How about the ones, I'm sorry, that you reached  
15:11:52 20 out to.

15:11:53 21 A. Let's see. On occasion I'll talk about best  
15:11:55 22 practices with the SVP of HR at Yahoo, Semantics,  
15:12:05 23 Synopsis, not about compensation, but about kind of best  
15:12:14 24 practices things that we're seeing. Those are the big  
15:12:16 25 ones. Did I say Adobe? Adobe is on there.



15:12:20 1 Q. How about Pixar?

15:12:22 2 A. I don't know the head of HR at Pixar.

15:12:26 3 Q. Lucas?

15:12:26 4 A. I don't know.

15:12:27 5 Q. Apple?

15:12:28 6 A. No.

15:12:29 7 Q. Google?

15:12:29 8 A. Shona and I are on panels together, yes, but I

15:12:39 9 don't reach out to her. I don't remember ever emailing

15:12:40 10 her or calling her. We see each other on best practice

15:12:42 11 panels.

15:12:43 12 Q. Okay. Intel?

15:12:45 13 A. No.

15:12:48 14 Salesforce. McAfee before they were bought by

15:12:54 15 Adobe.

15:13:08 16 Q. Do you ever have occasion to talk to any of

15:13:09 17 your colleagues at other companies about what the

15:13:13 18 expectation is for overall compensation budget for the

15:13:18 19 coming year?

15:13:18 20 A. No.

15:13:20 21 Q. How about for the bonus cycle?

15:13:23 22 A. No.

15:13:24 23 Q. For any part of your focal planning, do you

15:13:26 24 reach out to any of your colleagues that are at other

15:13:30 25 companies to ask what their company is doing, so you have

15:13:32 1 a sense of what is happening in the market?

15:13:34 2 A. I don't do that.

15:13:35 3 Q. Does anyone in your organization do that?

15:13:37 4 MR. KIERNAN: Objection to form.

15:13:38 5 THE WITNESS: Yeah, Mason, I believe, would  
15:13:45 6 reach out to folks that he has a relationship with at  
15:13:48 7 different times. You'll have to ask him what he talks  
15:13:51 8 about.

15:13:51 9 BY MS. DERMODY:

15:13:52 10 Q. Okay. Are you aware of anyone else who has  
15:13:54 11 done that for Intuit?

15:13:56 12 A. Jim Grenier.

15:13:58 13 Q. Anyone else?

15:13:59 14 A. No.

15:14:17 15 Q. Have you ever been aware of anyone at Intuit  
15:14:20 16 applying to one of your competitors just so you all could  
15:14:25 17 get a sense of what the competitive salary was being  
15:14:27 18 offered?

15:14:28 19 A. No.

15:15:07 20 Q. We talked a little bit earlier about the  
15:15:09 21 relationship between Intuit and Google in 2006 regarding  
15:15:18 22 a possible project involving QuickBooks, Add Works.

15:15:23 23 Do you recall that?

15:15:23 24 A. I do.

15:15:25 25 Q. Have you told me all that you know about that,

15:15:28 1 which I think involved the conversation with --

15:15:33 2 A. Brad.

15:15:34 3 Q. -- Brad about having some employees off-limits  
15:15:37 4 just for that purpose?

15:15:39 5 A. Uh-huh. That's -- yes, that's all I know.

15:15:42 6 Q. Are you aware of any projects that Apple and  
15:15:47 7 Intuit were working on that would have involved any  
15:15:51 8 employees that were off-limits to recruiting during the  
15:15:54 9 course of that project?

15:15:55 10 A. I'm not aware.

15:16:29 11 It is a big deck. Now you know what to call  
15:16:31 12 it.

15:16:34 13 THE REPORTER: 1766.

15:16:34 14 (Exhibit 1766 was marked for identification.)

15:16:35 15 BY MS. DERMODY:

15:16:35 16 Q. So the document that is marked Exhibit 1766 has  
15:16:39 17 one of those pages on the front which has a number 7034.

15:16:43 18 A. Yes.

15:16:47 19 Q. And do you recognize this deck?

15:16:50 20 A. I do not.

15:16:51 21 Q. Do you know who would have created this inside  
15:16:54 22 Intuit?

15:16:56 23 A. Well, a little bit of context, I have all-hands  
15:17:01 24 monthly, they are my all-hands, and then my vice  
15:17:04 25 presidents of all-hands. So given this is talent

15:17:07 1 delivery, it would be somebody in the talent acquisition  
15:17:11 2 organization that was having an all-hands that was  
15:17:13 3 preparing the deck, but I can't tell you who.

15:17:22 4 Q. On the third page of this document, I think  
15:17:24 5 they are in the bottom left corner, the top of the page  
15:17:28 6 says, "Right talent delivery, value proposition."

15:17:32 7 Do you see that?

15:17:33 8 A. I do.

15:17:33 9 Q. And there is a number of statements about, you  
15:17:36 10 know, aspirations of the company, and then at the bottom  
15:17:41 11 it says, "Employer brand. We evangelize and deliver on  
15:17:47 12 our employer of choice brand." Do you see that?

15:17:51 13 A. I do.

15:17:51 14 Q. And in your view, is Intuit an employer of  
15:17:54 15 choice?

15:17:55 16 A. In -- are you asking my personal opinion?

15:17:57 17 Q. Yes.

15:17:57 18 A. Yes, I think so.

15:17:58 19 Q. And do you think that employees come to Intuit  
15:18:01 20 for the Intuit name?

15:18:05 21 A. Are you asking my opinion about other people or  
15:18:07 22 why I came?

15:18:08 23 Q. Yes, other people. Is it your impression that  
15:18:10 24 you attract talent in the market because of your name?

15:18:14 25 A. I believe that people hear we're one of the

15:18:19 1 most admired companies in the world and a great place to  
15:18:22 2 work, and that's the first thing that gets them  
15:18:25 3 interested to see what kind of work they could do and who  
15:18:27 4 they could work with, other people, and the kind of  
15:18:31 5 products they could work on, but I think it is an  
15:18:33 6 attractor.

15:18:34 7 Q. Do you think that there are people that are  
15:18:38 8 interested in Intuit -- in working at Intuit for more  
15:18:42 9 than just compensation reasons?

15:18:44 10 A. Oh, absolutely.

15:18:45 11 Q. And what would be the other reasons?

15:18:47 12 A. Who you get to work with, the commitment the  
15:18:52 13 company has to every community that we are a part of.  
15:18:55 14 There's people that love to give back and feel like they  
15:18:57 15 can do it in a bigger scale with the company. Engineers  
15:19:01 16 love to work on interesting products with other  
15:19:04 17 engineers. The values of the company attract people. I  
15:19:09 18 could go on and on. I love this company. So is that  
15:19:11 19 enough?

15:19:12 20 Q. Sure. That's great.

15:19:22 21 And is one of the things -- is it your  
15:19:24 22 understanding that one of the things that recruiters do  
15:19:27 23 for Intuit is to inform potential employees of all of the  
15:19:32 24 things in addition to compensation that make Intuit  
15:19:35 25 special?

15:19:37 1 A. I do.

15:19:46 2 Q. If you go to page 15 -- it should say, "TA Job  
15:19:58 3 Family" on the page.

15:20:09 4 A. Okay.

15:20:10 5 Q. Is this -- is TA job family, to your  
15:20:13 6 understanding, to be talent acquisition job family?

15:20:20 7 A. Yes.

15:20:21 8 Q. And in looking at this page, are you able to  
15:20:25 9 understand what it is representing in terms of the  
15:20:28 10 relationships along the different columns?

15:20:34 11 A. I've never seen this slide before or seen it  
15:20:36 12 laid out this way. So I'm not sure I can answer it that  
15:20:39 13 way.

15:20:39 14 Do I know the manager level roles in TA and the  
15:20:44 15 recruiter families and what coordinators do and  
15:20:47 16 sourcers -- but I don't -- I haven't seen this slide  
15:20:50 17 before.

15:20:50 18 Q. Okay. Is -- is the interpretation of these  
15:20:59 19 columns that under "manager" are the titles that fall  
15:21:03 20 within the manager TA job family?

15:21:05 21 A. Yes, I believe so.

15:21:06 22 Q. And that would be the same for the positions  
15:21:07 23 under recruiter? They would be in the recruiter TA job  
15:21:12 24 family?

15:21:12 25 A. Yes.

15:22:45 1 A. Correct.

15:22:46 2 Q. Do you know what this slide reflects?

15:22:48 3 A. I've never seen it before, but it looks like  
15:22:54 4 Nick Mailey, who is a talent acquisition manager, is  
15:22:59 5 responsible for the following functions, the following  
15:23:03 6 sites and the following leaders on either Steve or Brad's  
15:23:10 7 team, depending on the time frame.

15:23:26 8 Q. What are Cornerstone engineers?

15:23:30 9 A. Oh, it's a title that -- or not a title.

15:23:34 10 It's a term that we used several years ago. I  
15:23:39 11 don't know the exact time frame. But Brad was the CEO,  
15:23:43 12 not Steve, and he coined the term that -- we ended up not  
15:23:48 13 liking it, so we don't use it anymore.

15:23:51 14

15:23:55 15

15:24:04 16

15:24:08 17

15:24:14 18

15:24:17 19

15:24:21 20

15:24:27 21 And he has different  
15:24:30 22 topics he does at each different and this year  
15:24:34 23 we're --

15:24:35 24 Anyway, it doesn't matter. We are doing a  
15:24:38 25 different this year, but that year he called it

15:24:40 1

[REDACTED]

15:24:43 2

[REDACTED]

15:24:49 3

[REDACTED].

15:24:50 4

Q. And beyond talking about them, was there any

15:24:53 5

recognition for those engineers?

15:24:55 6

A. [REDACTED] [REDACTED]

15:24:57 7

[REDACTED]

15:25:00 8

[REDACTED]

15:25:03 9

[REDACTED]

15:25:07 10

[REDACTED] [REDACTED]

15:25:09 11

[REDACTED]

15:25:14 12

[REDACTED] [REDACTED]

15:25:17 13

[REDACTED]

15:25:18 14

[REDACTED]

15:25:21 15

[REDACTED]

15:25:26 16

[REDACTED] [REDACTED]

15:25:30 17

[REDACTED]

15:25:35 18

[REDACTED]

15:25:39 19

[REDACTED]

15:25:41 20

[REDACTED]

15:25:49 21

Q. And was this in the 2009 time frame?

15:25:54 22

A. I don't -- I know Brad was the CEO. He became

15:25:59 23

the CEO in 2008. So as I sit here, I don't know if it

15:26:03 24

was 2009, '10, or '11.

15:26:39 25

THE REPORTER: 1767.



15:26:40 1 (Exhibit 1767 was marked for identification.)

15:26:40 2 BY MS. DERMODY:

15:26:41 3 Q. This document we passed to you, marked

15:26:43 4 Exhibit 1767, starts with the Bates number 41285.

15:26:47 5 Do you see that?

15:26:48 6 A. I do.

15:26:49 7 Q. And it references the [REDACTED]

15:26:56 8 [REDACTED] and attaches a deck. Do you see  
15:27:00 9 that?

15:27:00 10 A. I do.

15:27:01 11 Q. And if you turn --

15:27:04 12 A. Do you mind if I read the cover sheet for just  
15:27:06 13 a second?

15:27:07 14 Q. Not at all.

15:27:09 15 A. It is so long ago.

15:27:25 16 Okay. I'm grounded.

15:27:44 17 Q. I'm sorry. I'm trying to use the one that has  
15:27:47 18 page numbers.

15:27:48 19 A. Mine has page numbers.

15:27:50 20 Q. Yeah. For some reason mine didn't.

15:27:53 21 If you turn to page 4 --

15:27:55 22 A. Okay.

15:27:54 23 Q. -- I think you'll see under Highlight Topics,  
15:27:56 24 "Cornerstone engineers" as the first bullet point.

15:28:00 25 Do you see that?

15:28:02 1 A. I do.

15:28:03 2 Q. Does that help place in time --

15:28:04 3 A. It does. 2009.

15:28:06 4 Q. That that topic came up in 2009?

15:28:08 5 A. Correct.

15:28:09 6 Q. And that was the first time it came up?

15:28:12 7 A. It was.

15:28:12 8 MS. DERMODY: Let's take a break and change the

15:28:12 9 tape.

15:28:13 10 THE VIDEOGRAPHER: This is the end of video

15:28:14 11 No. 2. We are now off the record at 3:28.

15:28:16 12 (Recess was taken.)

15:51:51 13 THE VIDEOGRAPHER: We are now on the record at

15:51:52 14 3:51. This is the beginning of video No. 3.

15:52:19 15 THE REPORTER: 1768.

15:52:19 16 (Exhibit 1768 was marked for identification.)

15:52:20 17 BY MS. DERMODY:

15:52:20 18 Q. The document that was marked Exhibit 1768

15:52:23 19 should have that number in the corner, Intuit 40920.

15:52:27 20 Do you see that?

15:52:28 21 A. I do.

15:52:29 22 Q. Do you want to take a moment to see if you

15:52:31 23 recognize this email chain?

15:53:00 24 A. Sorry, I need to read it because so much has

15:53:03 25 changed in all these years, so --

15:53:05 1 Q. Sure. Go right ahead.

15:53:30 2 So having reviewed this, do you recognize this  
15:53:32 3 email chain here?

15:53:33 4 A. I don't remember getting it, but I'm copied on  
15:53:36 5 it.

15:53:37 6 Q. And if you look at the second email on the  
15:53:40 7 first page, it's from Mr. Grenier, which copies you and a  
15:53:46 8 whole number of people, about compensation focal  
15:53:50 9 guidance.

15:53:51 10 Do you see that?

15:53:51 11 A. I do.

15:53:52 12 Q. And what is your understanding of what  
15:53:55 13 Mr. Grenier is communicating in this email?

15:53:59 14 A. It looks like this email is going to Brad's --  
15:54:03 15 no. Yeah, Brad's staff. It wasn't Steve. It was Brad's  
15:54:10 16 staff, and he was copying the HR team.

15:54:14 17 Q. And is this email reflecting a proposal of an  
15:54:19 18 approach for compensation in May of 2008, or is this the  
15:54:25 19 decision that's being reported out?

15:54:29 20 A. It looks like under "action required" that he's  
15:54:32 21 asking Brad's staff to cascade and discuss with their  
15:54:41 22 teams the content of this email and come back if they  
15:54:45 23 have any questions.

15:54:52 24 Q. And as reported in this email from Mr. Grenier  
15:54:55 25 to Brad's staff, as various recommendations for

15:55:00 1 compensation, [REDACTED]

15:55:05 2 [REDACTED]

15:55:10 3 A. [REDACTED] It looks like he's taking  
15:55:13 4 advantage of a meeting Brad had at Cordeval(\*sp) with all  
15:55:17 5 the leaders present in case there were questions. I  
15:55:19 6 think he was -- [REDACTED]

15:55:26 7 [REDACTED]

15:55:30 8 [REDACTED].

15:55:30 9 Q. Would there be communications like this around  
15:55:32 10 the focal time sent out to Brad's staff that would cover  
15:55:36 11 at a high level topic areas that were under discussion?

15:55:40 12 A. Not always -- there wasn't probably a typical  
15:55:41 13 approach in 13 years. Probably sometimes it was a deck  
15:55:45 14 coming to a staff meeting. Sometimes he might have gone  
15:55:48 15 to individual staff meetings. This time he sent an  
15:55:51 16 email. I think it depends on what was going on at the  
15:55:56 17 time, and also how many changes.

15:55:58 18 Q. Okay. On the second page of the document,  
15:56:01 19 which is just a continuation of the same email we've been  
15:56:04 20 looking at --

15:56:05 21 A. Uh-huh.

15:56:05 22 Q. -- the -- the third topic that is covered is  
15:56:09 23 base pay and recognition. Do you see that?

15:56:11 24 A. I do.

15:56:13 25 Q. And in there he says, in the third sentence,

15:56:17 1 [REDACTED]  
15:56:23 2 [REDACTED]  
15:56:26 3 [REDACTED]

15:56:31 4 Do you see that?

15:56:31 5 A. I do.

15:56:32 6 Q. Do you know what he was talking about in terms  
15:56:34 7 of [REDACTED]

15:56:37 8 [REDACTED]

15:56:51 9 A. I really don't -- [REDACTED]

15:56:54 10 [REDACTED] I don't about his words  
15:56:54 11 here. We [REDACTED],

15:56:59 12 [REDACTED]

15:57:01 13 [REDACTED]

15:57:05 14 [REDACTED]

15:57:08 15 [REDACTED]

15:57:10 16 Q. Okay. And then there is a reference below that  
15:57:15 17 to a separate 1 percent allowance for spotlight.

15:57:21 18 Do you see that?

15:57:22 19 A. I do.

15:57:23 20 Q. Do you know what Spotlight was?

15:57:25 21 A. I do. Mason is another person who knows the  
15:57:27 22 details. He was the program manager for Spotlight, but  
15:57:30 23 it is a recognition tool, our online recognition tool  
15:57:34 24 that -- not just managers can give other people, but  
15:57:37 25 peers can give peers, because we believed that

15:57:41 1 recognition in the moment of something is more powerful  
15:57:45 2 than once a year.

15:57:47 3 Q. And is there a budget for that recognition?

15:57:52 4 A. Yeah. It -- there is, and it varies by year.  
15:57:55 5 It is something we can adjust based on the company.

15:57:59 6 Q. And how does that work, exactly, the process of  
15:58:02 7 being recognized and getting money for the recognition?

15:58:06 8 A. Then or now?

15:58:07 9 Q. Then, sorry. Thank you.

15:58:08 10 A. Yeah. Because now we have mobile devices and a  
15:58:11 11 whole bunch of different ways Mason has created to do it.  
15:58:16 12 Then if I wanted to recognize David for the great cookies  
15:58:20 13 that he provided for a meeting and performance, I would  
15:58:24 14 check with his manager, and make sure that it was okay,  
15:58:28 15 and then there is a couple different things I can choose.  
15:58:31 16 I can choose -- and it is all online. I can choose just  
15:58:35 17 sending him a note that says, hey, you know, great job  
15:58:38 18 with that presentation. I can choose something that  
15:58:42 19 says -- have a non-cash award and we work with a vendor  
15:58:46 20 that you can pick movie tickets or something else, all  
15:58:51 21 the way up to a weekend away, if it is a really big  
15:58:56 22 project, to recognize.

15:59:00 23 Q. And about how many employees would receive  
15:59:05 24 awards under the Spotlight program in this time period?

15:59:08 25 A. You know, you should ask Mason, because he runs

16:08:26 1 A. No.

16:08:27 2 Q. Or Pixar?

16:08:27 3 A. No.

16:08:28 4 Q. What was the purpose of -- let me strike that.

16:08:33 5 During what time period did you have occasion

16:08:35 6 to get together for dinner with these other HR

16:08:38 7 colleagues?

16:08:40 8 A. In the 2010, 2011 time frame.

16:08:46 9 Q. And what was your understanding of the purpose

16:08:48 10 of those dinners?

16:08:54 11 A. We decided we wanted to get to know each other

16:08:56 12 better, and so they were mostly social.

16:08:59 13 Q. Okay. And did you share information about what

16:09:03 14 was happening at your companies during those dinners?

16:09:08 15 A. It was actually mostly social conversation.

16:09:12 16 Some best practices, I was -- I remember a conversation

16:09:15 17 that I was in the process of implementing Workday from

16:09:19 18 PeopleSoft, and they were curious about how that was

16:09:23 19 going because they were considering transitioning their

16:09:26 20 human capital management system as well. It's where I

16:09:31 21 learned about the kids of other people and their lives.

16:09:36 22 Q. Did you ever share any compensation information

16:09:38 23 during those dinners?

16:09:39 24 A. No.

16:09:41 25 Q. Sorry?

16:09:41 1 A. No.

16:09:42 2 Q. Okay.

16:09:42 3 A. No.

16:09:44 4 Q. Did you ever share any recruiting information

16:09:47 5 during those dinners?

16:09:49 6 A. I don't remember. I don't think so.

16:09:51 7 Q. Did you ever have occasion to talk to your

16:09:55 8 colleagues at those dinners about the no-recruiting

16:10:00 9 investigation that was going on, or this lawsuit?

16:10:04 10 A. Oh, no, we never talked about that.

16:10:06 11 Q. Did you ever share information about what your

16:10:14 12 companies expected in terms of an annual merit increase?

16:10:19 13 A. No, not at these dinners.

16:10:26 14 Q. And is the reason that you didn't do that

16:10:27 15 because you thought that would be improper to do that?

16:10:30 16 MR. KIERNAN: Objection to form.

16:10:33 17 THE WITNESS: I'm sorry. Say that again.

16:10:35 18 BY MS. DERMODY:

16:10:35 19 Q. Let me -- I'll ask it a different way.

16:10:37 20 Do you think it is improper to share that type

16:10:39 21 of information across companies?

16:10:41 22 A. General conversation about what merit budget

16:10:43 23 might be?

16:10:44 24 Q. Yes.

16:10:44 25 A. I don't think it's inappropriate.



16:10:48 1 Q. Okay. It just didn't come up in these dinners?

16:10:52 2 A. It was a social dinner.

16:11:52 3 Q. Ms. Whitely, the document I passed you is

16:11:54 4 Exhibit 1105. It has as a title of the document on the

16:11:59 5 front cover, "Defendant Intuit Inc.'s Response to

16:12:02 6 Plaintiff's Second Set of Interrogatories Directed to

16:12:05 7 Defendant Intuit, Inc."

16:12:07 8 Do you see that?

16:12:07 9 A. I do.

16:12:08 10 Q. And have you seen this document before?

16:12:09 11 A. I have.

16:12:10 12 Q. And did you see this in connection with these

16:12:14 13 interrogatories being prepared, responses being prepared?

16:12:17 14 A. Yes.

16:12:18 15 Q. If you turn to the last page -- or not the last

16:12:21 16 page -- excuse me, the 11th page of the document --

16:12:29 17 A. Yes.

16:12:30 18 Q. -- is that your signature on the verification

16:12:32 19 form?

16:12:33 20 A. It is.

16:12:33 21 Q. And did you review these answers before they

16:12:35 22 were served?

16:12:36 23 A. I did review this document.

16:12:38 24 Q. Okay. If you go back to page 4 of the

16:12:46 25 document, please --

16:41:10 1 I, Rosalie A. Kramm, Certified Shorthand  
 16:41:10 2 Reporter licensed in the State of California, License No.  
 16:41:10 3 5469, hereby certify that the deponent was by me first  
 16:41:10 4 duly sworn and the foregoing testimony was reported by me  
 16:41:10 5 and was thereafter transcribed with computer-aided  
 16:41:10 6 transcription; that the foregoing is a full, complete,  
 16:41:10 7 and true record of said proceedings.

16:41:10 8 I further certify that I am not of counsel or  
 16:41:10 9 attorney for either of any of the parties in the  
 16:41:10 10 foregoing proceeding and caption named or in any way  
 16:41:10 11 interested in the outcome of the cause in said caption.

16:41:10 12 The dismantling, unsealing, or unbinding of the  
 16:41:10 13 original transcript will render the reporter's  
 16:41:10 14 certificates null and void.

16:41:10 15 In witness whereof, I have hereunto set my hand  
 16:41:10 16 this day: March 22, 2013.

16:41:10 17   X   Reading and Signing was requested.

16:41:10 18            Reading and Signing was waived.

16:41:10 19            Reading and signing was not requested.

16:41:10 20

16:41:10 21

16:41:10 22

\_\_\_\_\_  
 ROSALIE A. KRAMM

16:41:10 23

CSR 5469, RPR, CRR

16:41:10 24

25